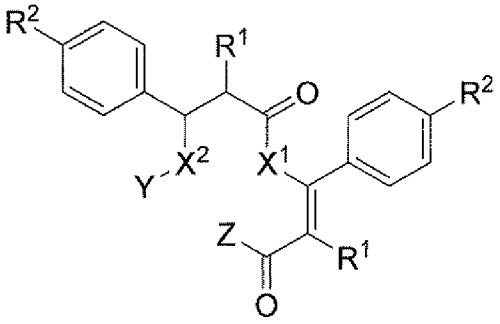
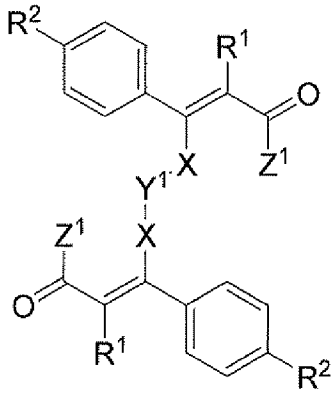
AMENDMENTS TO THE CLAIMS

This listing of claims replaces all prior listing of claims in the application.

1. (Presently amended) A compound of Formula I or Formula II



I



II

or pharmaceutically acceptable salt thereof, wherein

R^1 is selected from the group consisting of

(a) phenyl, optionally substituted at positions 3 and 4 halogens,

(b) –O-isopropyl,

(c) –O-cyclopropyl, and

(d) –O-CH_2-cyclopropyl;

R^2 is selected from the group consisting of:

(a) $-S(O)_2CH_3$, and

(b) $-S(O)_2NH_2$;

R^3 is selected from the group consisting of

(a) hydrogen,

(b) methyl,

(c) ethyl,

(d) hydroxyl,

(e) F, Cl, and

(f) CF_3;

R^4 is selected from the group consisting of

(a) methyl, and

(b) ethyl;

X^1 is selected from the group consisting of:

(a) $-OCH_2-$,

(b) $-OC(R^3)(R^4)-$,

(c) $-CH_2-$linker $-O-$, and

(d) $-C(R^3)(R^4)-$linker$-O-$,

wherein the oxygen end of X^1 is attached to the carbonyl carbon of Formula I;

X^2 is selected from the group consisting of:

(a) $-OCH_2-$,

(b) $-OC(R^3)(R^4)-$,

(c) $-CH_2-$linker $-O-$, and

(d) $-C(R^3)(R^4)-$linker$-O-$;

wherein the carbon end of X^2 is attached to the carbon adjacent to the R^2-phenyl explicitly shown;

–linker – is selected from the group consisting of

(a) $-C(O)-(CH2)_m-O-$,

(b) $-C(O)-(CH2)_m(-O-(CH_2)n)_p-O-$, and

(c) –C(O)-aryl–O–,

~~(d) –C(O)-heteroaryl–O–,~~

wherein m, n and p are each independently integers ranging from 0 to 6;

Y is selected from the group consisting of

(a) hydrogen, and

(b) acyl,

wherein the acyl group is selected from the group consisting of

(a) $-C(O)-C_{1-6}$alkyl, optionally substituted with 1, 2 or 3 substituents independently selected from the group consisting of halo, hydroxyl, amino, C_{1-3}alkoxy, aminoC_{1-3}alkyl,

(b) –C(O)–aryl, and

~~(c) C(O) heteroaryl,~~

~~(d)~~ (c) an amino acid;

Z is selected from the group consisting of:

(a) $-OR^5$,

(b) $-NR^5R^6$,

wherein R^5 and R^6 are each independently selected from

(a) hydrogen,

(b) C_{1-6}alkyl,

(c) phenyl, and

(d) C_{1-2}-phenyl,

wherein R^5 and R^6 choices (b), (c) and (d) are optionally substituted with 1, 2, or 3 substituents selected from halo, hydroxyl, amino, C_{1-3}alkyl, and ~~C_{1-3}alkoxy.~~ C_{1-3}alkoxy;

X is selected from the group consisting of:

(a) $-OCH_2-$, and

(b) $-C(R^3)(R^4)O-$,

wherein the carbon at the end of X is attached to the carbon adjacent to the phenyl;

Y^1 is –linker1–, which is selected from the group consisting of

(a) $-C(O)-(CH_2)_r-C(O)-$,

(b) –C(O)-aryl–C(O)–,

~~(c) C(O) heteroaryl C(O),~~

~~(d)~~ (c) $-C(O)-(CH_2)_r-(O-(CH_2)_s)_t-C(O)-$, and

~~(e)~~ (d) $-C(O)-(CH_2)_r-CH-(CH_2)_s-C(O)-$,

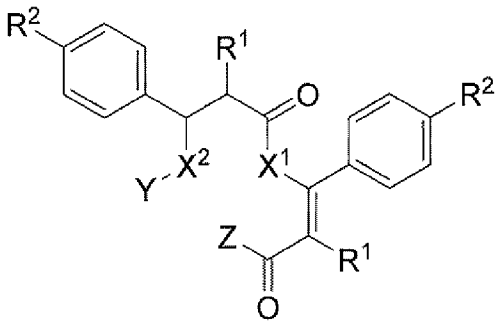
wherein r, s and t are each independently integers ranging from 0 to ~~6.~~ 6; and

Z^1 is selected from the group consisting of:

(a) $-OR^5$, and

(b) $-NR^5R^6$.

2. (Original) A compound according to claim 1 of Formula I



3. (Original) A compound according to claim 2 wherein:
R^1 is phenyl, optionally substituted at positions 3 and 4 with fluorine.

4. (Original) A compound according to claim 2 wherein:
R^2 is $-S(O)_2CH_3$.

5. (Original) A compound according to claim 2 wherein:
R^3 is selected from the group consisting of

(a) hydrogen,

(b) methyl, and

(c) ethyl.

6. (Original) A compound according to claim 2 wherein:
X^1 and X^2 are each is selected from the group consisting of:

(a) $-OCH_2-$, and

(b) $-OC(R^3)(R^4)-$.

7. (Original) A compound according to claim 2 wherein:
Y is hydrogen or $-OCH_3$.

8. (Original) A compound according to claim 2 wherein:
Z is hydroxyl or $-OCH_3$.

9. (Original) A compound according to claim 2 wherein:
R^1 is phenyl, optionally substituted at positions 3 and 4 with fluorine;
R^2 is $-S(O)_2CH_3$;
R^3 is selected from the group consisting of

(a) hydrogen,

(b) methyl, and

(c) ethyl;

R^4 is selected from the group consisting of

(a) methyl, and

(b) ethyl;

X^1 and X^2 are each is selected from the group consisting of:

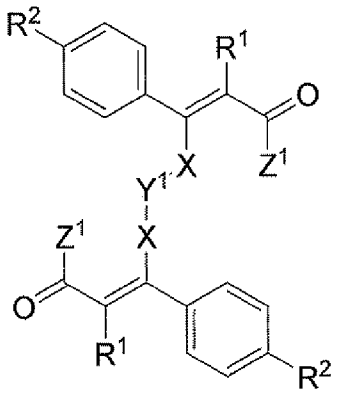
(a) $-OCH_2-$, and

(b) $-OC(R^3)(R^4)-$;

Y is hydrogen or $-OCH_3$; and

Z is hydroxyl or $-OCH_3$.

10. (Original) A compound according to claim 1 of Formula II



II

11. (Original) A compound according to claim 10 wherein:

R^1 is phenyl, optionally substituted at positions 3 and 4 halogens.

12. (Original) A compound according to claim 11 wherein:

R^2 is $-S(O)_2CH_3$.

13. A compound according to claim 12 wherein:

R^3 is selected from the group consisting of

(a) hydrogen,

(b) methyl, and

(c) ethyl.

14. (Original) A compound according to claim 13 wherein:

Y^1 is selected from –(O)C(H)=C(H)C(O)– and –(O)C$(CH_2)_2$C(O)–.

15. (Original) A compound according to claim 14 wherein:

Z^1 is hydroxyl or –OCH_3.

16. (Original) A compound according to claim 15 wherein:

R^1 is phenyl, optionally substituted at positions 3 and 4 halogens;

R^2 is –S$(O)_2CH_3$;

R^3 is selected from the group consisting of

(a) hydrogen,

(b) methyl, and

(c) ethyl;

Y^1 is selected from –(O)C(H)=C(H)C(O)– and –(O)C$(CH_2)_2$C(O)–; and

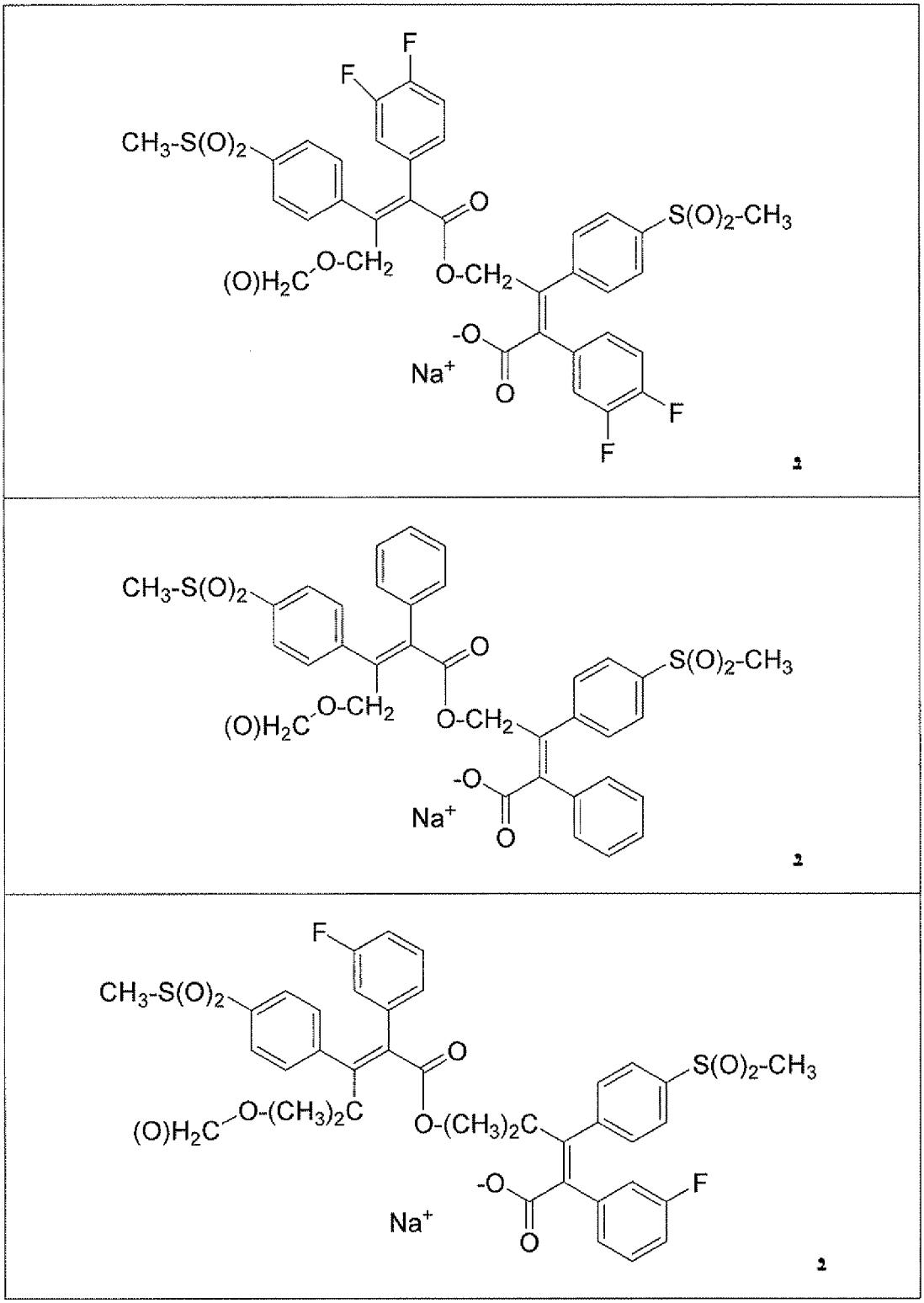
Z^1 is hydroxyl or –OCH_3.

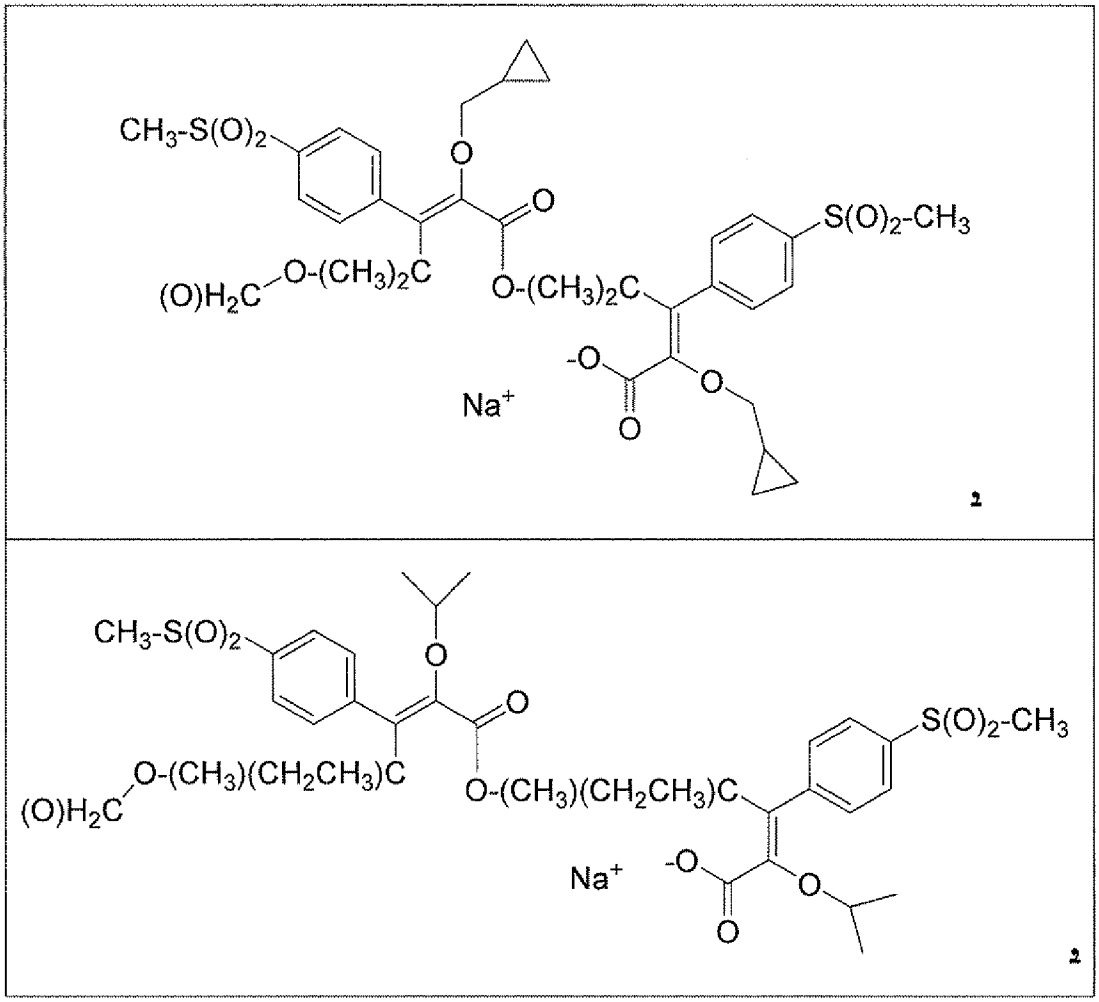
17. (Cancelled)

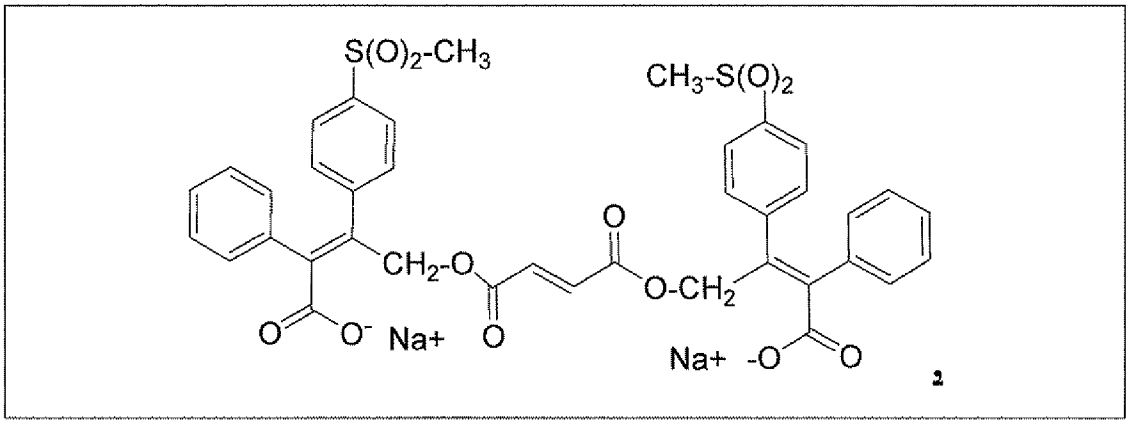
18. (Cancelled)

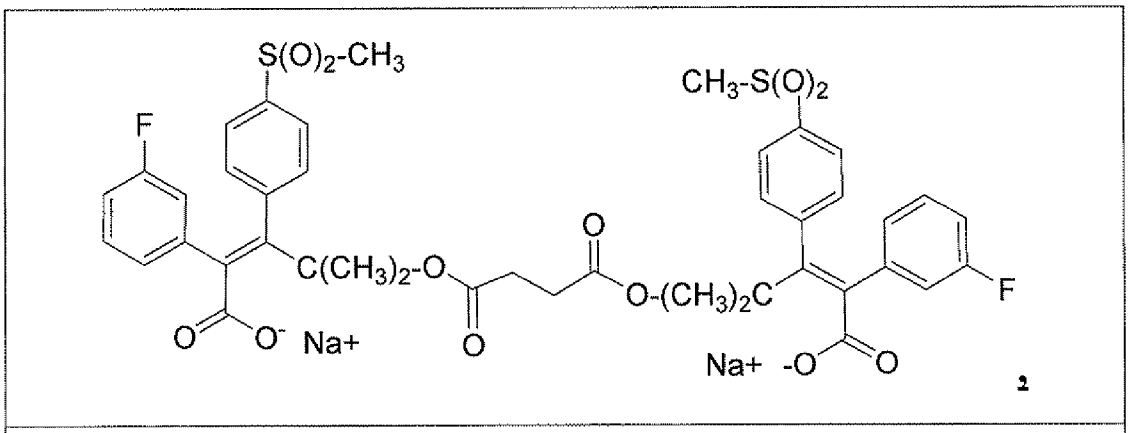
19. (Original) A pharmaceutical composition comprising a compound according to Claim 1 and a pharmaceutically acceptable carrier.

20. (Presently amended) A compound according to claim 1 selected from

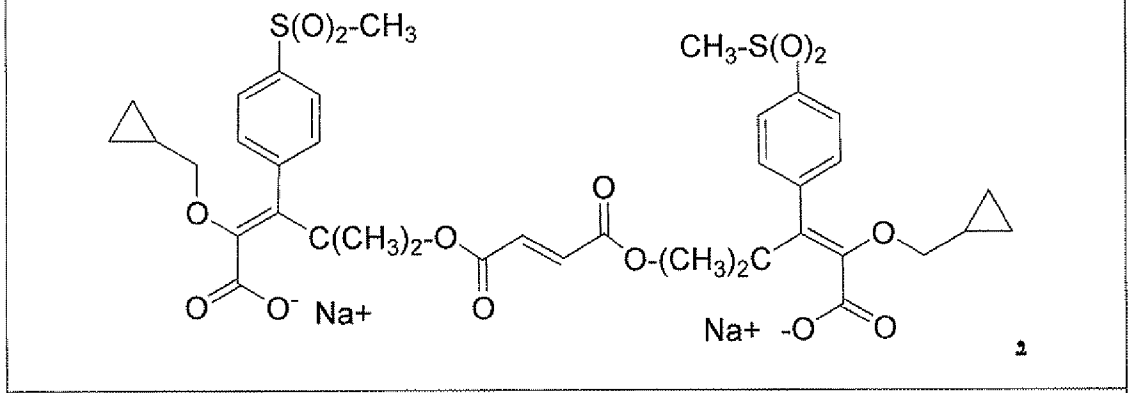



CH3-S(O)2
O
O
S(O)2-CH3
(O)H2C
O-(CH3)2C
O-(CH3)2C
-O
Na+
O
O
2
CH3-S(O)2
O
O
S(O)2-CH3
O-(CH3)(CH2CH3)C
(O)H2C
O-(CH3)(CH2CH3)C
Na+
-O
O
O
2

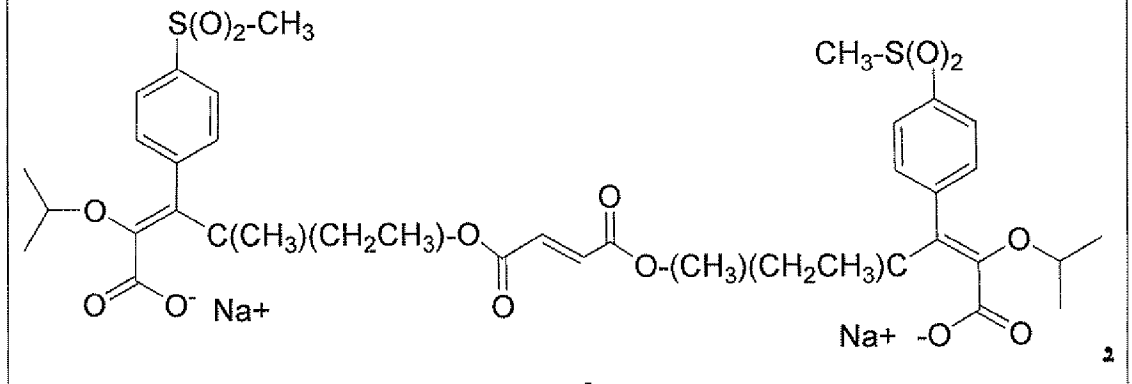

S(O)2-CH3
CH3-S(O)2
O
CH2-O
O-CH2
O
O
O-
Na+
O
Na+
-O
O
2


S(O)2-CH3
CH3-S(O)2
F
C(CH3)2-O
O-(CH3)2C
F
O
O- Na+
Na+ -O
O

2

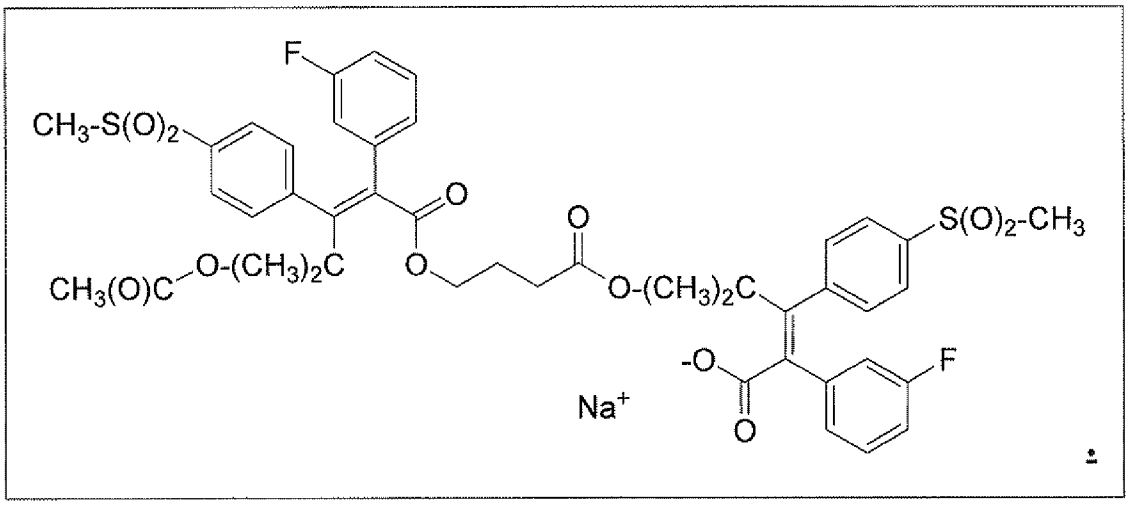

S(O)2-CH3
CH3-S(O)2
O
C(CH3)2-O
O-(CH3)2C
O
O
O- Na+
Na+ -O
O

2


S(O)2-CH3
CH3-S(O)2
O
C(CH3)(CH2CH3)-O
O-(CH3)(CH2CH3)C
O
O
O- Na+
Na+ -O
O

2

and


F
CH3-S(O)2
O
O
S(O)2-CH3
CH3(O)C
O-(CH3)2C
O
O-(CH3)2C
-O
F
Na+
O